

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 844.
FILED, DECEMBER 20th, 1962.

THE PETROL OIL & GAS COMPANY LIMITED

Full corporate name of Company
Incorporated under Part XI of the Companies Act (Ontario)
by Letters Patent dated May 20, 1920.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.
To reflect: (a) change of control, details of which are set out in item 16 hereof,
(b) new board of Officers and Directors
(c) changes in investments since December 31, 1961.

2. Head office address and any other office address.
Head Office - 80 King Street West, Toronto, Ontario.
General Offices - 703 Fifth Street West, Calgary, Alberta.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

OFFICERS AND DIRECTORS JAN 14 1963

OLD BOARD OF DIRECTORS
Elected May 26, 1961

	Name	Address	Occupation
(ii)	Nathan Cummings	135 South La Salle St., Chicago 8, Illinois.	Food Store Executive
(i)	G. Friedland	1826 Fidelity Trust Bldg., Philadelphia 9, Pa.	Food Store Executive
	K. K. Kaiserman	123 S. Broad St., Philadelphia, Pa.	Executive
	J. L. Lewtas	80 King St. West, Toronto, Ontario	Lawyer
	J. G. Nuland	67 Wall Street, New York, N. Y.	Broker
	C. I. Petschek	30 Wall Street, New York, N. Y.	Stock Broker
	H. M. Watkins	27 Raynham Road, Merion, Pa.	Manager.

- (i) resigned November 21, 1961, replaced by Mr. Alan Slifka.
(ii) resigned February 1, 1962 - no replacement until Annual Meeting - April 25, 1962.

OFFICERS:

President - J. G. Nuland
Secretary-Treasurer - H. M. Watkins
Assistant Secretary - B. W. Watson

NEW BOARD OF DIRECTORS
Elected April 25, 1962

Charles S. Lee	4015 Crestview Road, Calgary, Alberta.	Oil Executive
Alastair H. Ross	4619 Coronation Drive, Calgary, Alberta.	Oil Executive
Leslie G. Elhatton	1918 - 12th St. S.W., Calgary, Alberta.	Oil Executive
Francis R. Matthews	4612 - 5th St. S.W., Calgary, Alberta.	Solicitor
Robert Tetrault	4511 Coronation Drive, Calgary, Alberta.	Executive
James L. Lewtas	4 High Point Rd. Don Mills, Ontario	Solicitor
Harold J. Howard	1305 Prospect Ave., Calgary, Alberta.	Trust Officer

OFFICERS:

President - C. S. Lee
Vice President - Alastair H. Ross
Secretary-Treasurer - L. G. Elhatton

4. Share capitalization showing authorized and issued and outstanding capital.
Authorized - 8,000,000 shares without par value, not to be issued for a consideration of more than \$8,000,000.
Issued and Outstanding - 3,995,000 shares.

5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.
NIL

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.
NIL

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	NIL												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	NIL												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Capital Budget for 1963, which was approved by the Board of Directors on December 11th, 1962, forecasts expenditures on proven and semi-proven properties, of \$520,000. These expenditures were placed in this category, realizing that if current exploration programmes in the Simonette area by other companies are successful, the use of a large part of these funds might be required for follow-up programmes involving Petrol.</p>												
10. Brief statement of company's chief development work during past year.	<p>During 1962, Petrol acquired a 1.67% interest in a 113 well secondary oil recovery project in the Leduc Woodbend D-2 B Pool; and a 20% interest in 640 acres in the Swan Hills area; one oil well is on production, one is drilling.</p> <p>Petrol participated in the drilling of five exploratory holes during 1962; sharing in two wells by cash expenditures totalling \$30,000, and by land contributions in three wells; one gas discovery resulted. Wildcat land acquisitions in the three areas cost \$14,000.</p>												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	NIL												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	NIL												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	NIL												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	NIL												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><thead><tr><th></th><th>No. of Shares Held</th></tr></thead><tbody><tr><td>(1) Western Decalta Petroleum Limited 703 Fifth Street West, Calgary, Alberta.</td><td>1,360,345</td></tr><tr><td>(2) Gee & Co., 25 King Street West, Toronto, Ontario.</td><td>222,500</td></tr><tr><td>(3) Challenger Petroleum Ltd., Room 1230, 25 King Street West, Toronto, Ontario.</td><td>69,000</td></tr><tr><td>(4) Nathan Cummings c/o Trust Dept. 10, 37066 Chicago 90, Illinois.</td><td>60,900</td></tr><tr><td>(5) Montgomery, Scott & Co. 120 Broadway, New York, N. Y.</td><td>52,500</td></tr></tbody></table> <p>The shares listed under (1), (3) and (4) are probably beneficially owned, while we assume that those listed under (2) and (5) are shares held by brokers for their clients.</p>		No. of Shares Held	(1) Western Decalta Petroleum Limited 703 Fifth Street West, Calgary, Alberta.	1,360,345	(2) Gee & Co., 25 King Street West, Toronto, Ontario.	222,500	(3) Challenger Petroleum Ltd., Room 1230, 25 King Street West, Toronto, Ontario.	69,000	(4) Nathan Cummings c/o Trust Dept. 10, 37066 Chicago 90, Illinois.	60,900	(5) Montgomery, Scott & Co. 120 Broadway, New York, N. Y.	52,500
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FINANCIAL STATEMENTS

THE PETROL OIL & GAS COMPANY, LIMITED

CONSOLIDATED BALANCE SHEET - SEPTEMBER 30, 1962 (with comparative figures at December 31, 1961)

	September 30 1962	December 31 1961
ASSETS		
Current assets and investments:		
Cash	\$ 24,272	\$ 34,667
Investment in marketable securities - at cost (quoted market value 1962 - \$415,719; 1961 - \$461,755)	551,883	440,939
Accounts receivable	37,538	61,345
Income taxes recoverable		5,578
Prepaid expense		1,000
Total current assets and investments	613,693	543,529
Refundable deposits, etc.	2,594	4,001
Fixed assets - at cost	3,457,551	3,396,570
Less accumulated depletion and depreciation	1,665,653	1,548,930
	1,791,898	1,847,640
Other assets	796	796
	<u>\$ 2,408,981</u>	<u>\$ 2,395,966</u>
LIABILITIES		
Current liabilities:		
Due to bank - demand loan, secured	\$ 170,000	\$ 229,158
Accounts payable and accrued liabilities	33,197	36,759
Allowance for foreign exchange	8,601	
Total current liabilities	211,798	265,917
Stockholders' Equity:		
Capital stock -		
Authorized 8,000,000 shares of no par value		
Issued 3,995,000 shares	2,743,500	2,743,500
Deficit	546,317	613,451
	<u>2,197,183</u>	<u>2,130,049</u>
Approved on behalf of the Board:	<u>\$ 2,408,981</u>	<u>\$ 2,395,966</u>

Director

Director

THE PETROL OIL & GAS COMPANY LIMITED

and its wholly owned subsidiary company

CONSOLIDATED STATEMENT OF EARNINGS:		— NINE MONTHS —
	1962	1961
GROSS INCOME:		
Gross operating income	\$ 337,274	\$ 324,934
Interest, dividends and other income	4,684	461
	<u>341,958</u>	<u>325,395</u>
EXPENSES:		
Operating expenses	98,560	97,001
General and administrative	37,400	30,762
Interest and foreign exchange - net	9,099	2,227
Taxes, other than income	389	677
Lease rentals and expense	11,986	11,599
Exploration costs	8	8,912
Dry holes and abandonments	30,575	633
Depreciation and depletion	117,385	116,700
	<u>305,402</u>	<u>285,710</u>
Net income on operations	36,556	39,685
Gain on sale of securities	30,578	24,104
Net profit	<u>\$ 67,134</u>	<u>\$ 63,789</u>

CONSOLIDATED FINANCIAL DATA:		
Working capital	\$ 401,895	\$ 236,882
Property accounts - gross	3,457,551	3,419,066
Shareholders' equity	<u>\$2,197,183</u>	<u>\$2,150,888</u>

CONSOLIDATED OIL PRODUCTION:		
Gross barrels	140,277	143,567
Net barrels	<u>117,385</u>	<u>121,959</u>

THE PETROL OIL & GAS COMPANY, LIMITED

SOURCE AND APPLICATION OF FUNDS

FOR NINE MONTHS ENDED SEPTEMBER 30, 1962

	Month of September	Nine Months Ended Sept. 30
Working capital at beginning of period	\$ 391,794	\$ 277,612
Net cash earnings	13,445	184,519
Reduction in reservation deposits	<u>781</u>	<u>1,406</u>
	<u>406,020</u>	<u>463,537</u>
Capital Expenditures:		
Non-producing leases		
Boundary Lake		6,773
Gordondale		4,263
Penhold	<u>750</u>	<u>2,531</u>
	<u>750</u>	<u>11,567</u>
Producing properties		
Simonetie - deepen #12-2		6,981
Simonetie - salt water disposal system, etc.	1,830	18,715
Turner Valley	1,244	18,028
Pembina	13	1,975
Instow	90	179
Keystone #8-21		143
Ontario - sale of tractor		(50)
	<u>3,177</u>	<u>45,971</u>
U.S.A.	<u>198</u>	<u>2,104</u>
	<u>3,375</u>	<u>48,075</u>
Total Expenditures	<u>4,125</u>	<u>61,642</u>
Working capital September 30, 1962	<u>\$ 401,895</u>	<u>\$ 401,895</u>
Additional Capital Commitments since September 30th, 1962		
Producing leases - Swan Hills	\$ 42,270	
Drilling advance - Swan Hills 4-14	20,000	
1.67% interest in Leduc Unit	<u>22,500</u>	
	<u>\$ 84,770</u>	

Approved on behalf of the Board:
Director
Director

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	On April 25, 1962, Western Decalta Petroleum Limited purchased from H. M. Watkins for his own account and as agent for others (including the previous directors other than Messrs. Nuland and Lewtas) 1,354,345 shares of the Company which, It is understood, constitutes effective control of the Company.																																																																																																																																					
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<div>THE PETROL OIL & GAS COMPANY, LIMITED</div> <div>MARKETABLE SECURITIES</div> <table><thead><tr><th></th><th></th><th>No. of Shares</th><th>Cost</th><th>S./Price</th><th>Gain (Loss)</th><th>Market on Balance</th></tr></thead><tbody><tr><td colspan="7">* Superior Oil of California</td></tr><tr><td>Dec. 31/61</td><td>Held</td><td>200</td><td>\$ 264,374</td><td>\$</td><td></td><td></td></tr><tr><td>Nov. /62</td><td>Sold</td><td>100</td><td>132,187</td><td>107,592</td><td>(24,595)</td><td></td></tr><tr><td>Dec. 10/62</td><td>Held</td><td>100</td><td>132,187</td><td></td><td></td><td>121,000</td></tr><tr><td colspan="7">General American Oil</td></tr><tr><td>Dec. 31/61</td><td>Held</td><td>2,060</td><td>52,425</td><td></td><td></td><td></td></tr><tr><td>Feb./62</td><td>Sold</td><td>2,060</td><td>52,425</td><td>85,573</td><td>33,148</td><td></td></tr><tr><td>Dec. 10/62</td><td></td><td>Nil</td><td>Nil</td><td></td><td></td><td>Nil</td></tr><tr><td colspan="7">Pure Oil</td></tr><tr><td>Feb./62</td><td>Bot</td><td>2,000</td><td>76,241</td><td></td><td></td><td></td></tr><tr><td>June/62</td><td>Sold</td><td>600</td><td>22,872</td><td>20,303</td><td>(2,569)</td><td></td></tr><tr><td>Dec. 10/62</td><td></td><td>1,400</td><td>53,369</td><td></td><td></td><td>49,875</td></tr><tr><td colspan="7">I.A.C. Notes</td></tr><tr><td>Oct./62</td><td>Bot due Jan. 2/63</td><td></td><td>20,000</td><td></td><td></td><td>20,000</td></tr><tr><td colspan="7">Royal Bank of Canada</td></tr><tr><td>Oct./62</td><td>90 dy notes</td><td></td><td>25,000</td><td></td><td></td><td>25,000</td></tr><tr><td colspan="7">* The Petrol Oil & Gas Corporation, a wholly-owned U.S. subsidiary of the Canadian Company, also holds 100 shares of Superior Oil.</td></tr><tr><td colspan="7">Investment in securities of other companies probably will be curtailed or will cease, other than those required for investment of short term monies.</td></tr></tbody></table>			No. of Shares	Cost	S./Price	Gain (Loss)	Market on Balance	* Superior Oil of California							Dec. 31/61	Held	200	\$ 264,374	\$			Nov. /62	Sold	100	132,187	107,592	(24,595)		Dec. 10/62	Held	100	132,187			121,000	General American Oil							Dec. 31/61	Held	2,060	52,425				Feb./62	Sold	2,060	52,425	85,573	33,148		Dec. 10/62		Nil	Nil			Nil	Pure Oil							Feb./62	Bot	2,000	76,241				June/62	Sold	600	22,872	20,303	(2,569)		Dec. 10/62		1,400	53,369			49,875	I.A.C. Notes							Oct./62	Bot due Jan. 2/63		20,000			20,000	Royal Bank of Canada							Oct./62	90 dy notes		25,000			25,000	* The Petrol Oil & Gas Corporation, a wholly-owned U.S. subsidiary of the Canadian Company, also holds 100 shares of Superior Oil.							Investment in securities of other companies probably will be curtailed or will cease, other than those required for investment of short term monies.						
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19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>Effective June 1, 1962, the Company entered into a management contract with Western Decalta. For an annual management fee of \$30,000, Western Decalta provides for both Petrol and its U.S. subsidiary, the following services:</p> <table><tbody><tr><td>General Management of properties</td><td>Negotiation for properties and evaluations</td></tr><tr><td>Accounting and Tax</td><td>Petroleum engineering services</td></tr><tr><td>External Audits</td><td>Geological services</td></tr><tr><td>Lease and land services</td><td>Insurance guidance</td></tr><tr><td>Secretarial services</td><td>Investment of surplus funds</td></tr><tr><td>Office facilities</td><td></td></tr></tbody></table> <p>The terms of the management contract were the same as those negotiated for in the years 1956-1960, with two exceptions; Western Decalta was not granted a stock option (as in the 1956 contract, of 50,000 shares at 90¢) and Petrol was not granted an automatic minimum 25% participating right in all plays or deals developed by, or offered to, Western Decalta.</p> <p>The aforesaid management contract will be presented for ratification by the shareholders at the next Annual Meeting.</p>	General Management of properties	Negotiation for properties and evaluations	Accounting and Tax	Petroleum engineering services	External Audits	Geological services	Lease and land services	Insurance guidance	Secretarial services	Investment of surplus funds	Office facilities																																																																																																																										
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20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>The shares of Petrol are not in the course of primary distribution to the public.</p> <p>There are no other material facts.</p>																																																																																																																																					

CERTIFICATE OF THE COMPANY

DATED December 10, 1962.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"L.G. Elhatton"

"A.H. Ross"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)